

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

In re: GENTIVA SECURITIES LITIGATION

Case No. 10-CV-05064 (ADS)(SIL)

ECF CASE

FILED
IN CLERK'S OFFICE
U.S. DISTRICT COURT E.D.N.Y.

★ **SEP 29 2015** ★

LONG ISLAND OFFICE

[PROPOSED] ORDER APPROVING PLAN OF ALLOCATION

This matter came before the Court for hearing on September 11, 2015 (the "Settlement Hearing") on Lead Counsel's Motion for Final Approval of Settlement and Plan of Allocation, pursuant to the Order of this Court dated April 6, 2015 (the "Preliminary Approval Order"). The Court, having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that due and adequate notice of the Settlement Hearing substantially in the form approved by the Court pursuant to the Preliminary Approval Order was provided; and the Court having considered all papers filed and proceedings held herein and otherwise being fully informed in the premises and good cause appearing therefore,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation of Settlement dated April 3, 2015 (ECF No. 113-1) (the "Stipulation"), and all capitalized terms used, but not defined herein, shall have the same meanings as in the Stipulation.

2. This Court has jurisdiction to enter this Order and over the subject matter of the Action and over all parties to the Action, including all members of the Settlement Class.

3. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, due process, and all other applicable law and rules, this Court hereby finds and concludes that due and adequate notice was directed to all persons and entities who are Settlement Class Members, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all such persons and entities to be heard with respect to the Plan of Allocation.

4. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants (the "Plan of Allocation") which is set forth in the Notice of Pendency of Class Action and Proposed Settlement, Final Approval Hearing, and Motion for

Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") provides a fair and equitable basis upon which to allocate the proceeds of the Net Settlement Fund among the Settlement Class Members.

5. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and equitable to the Settlement Class. Accordingly, the Court hereby approves the Plan of Allocation proposed by Lead Plaintiff.

6. The finality of the Judgment entered with respect to the Settlement shall not be affected in any manner by this Order, or any appeal from this Order approving the Plan of Allocation.

7. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

IT IS SO ORDERED.

DATED: Central Islip, New York

Sept. 29, 2015

s/ Arthur D. Spatt

HONORABLE ARTHUR D. SPATT
SENIOR UNITED STATES DISTRICT JUDGE